

YOUNG CONAWAY STARGATT & TAYLOR, LLP  
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*Counsel for the Debtors, Acting at the  
Direction of the Restructuring Sub-Committee*

**UNITED STATES BANKRUPTCY COURT  
THE SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re:** : **Chapter 11**  
:   
**SEARS HOLDINGS CORPORATION, et al.,** : **Case No. 18-23538 (RDD)**  
:   
**Debtors.**<sup>1</sup> : **(Jointly Administered)**  
:   
-----X

**EIGHTH MONTHLY FEE STATEMENT OF  
YOUNG CONAWAY STARGATT & TAYLOR, LLP  
FOR COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES INCURRED  
AS CONFLICTS COUNSEL FOR THE DEBTORS FOR THE PERIOD  
FROM MAY 1, 2019 THROUGH MAY 31, 2019**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Young Conaway Stargatt & Taylor, LLP
Authorized to Provide Professional Services to:	Conflicts Counsel for the Debtors
Date of Retention:	November 13, 2018, <i>nunc pro tunc</i> to October 15, 2018
Period for which compensation and reimbursement is sought:	May 1, 2019 through May 31, 2019
Monthly Fees Incurred:	\$28,982.00
20% Holdback:	\$5,796.40
Compensation Less 20% Holdback:	\$23,185.60
Monthly Expenses Incurred:	\$453.30
Total Fees and Expenses Due:	\$23,638.90
This is a: <u>  X  </u> monthly <u>      </u> interim <u>      </u> final application	

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),<sup>2</sup> Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) hereby submits this eighth monthly fee statement (the “Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as conflicts counsel to the Debtors for the period from May 1, 2019 through May 31, 2019 (the “Monthly Fee Period”). By this Monthly Fee Statement, Young Conaway seeks payment in the amount of \$23,638.90 which is comprised of (i) \$23,185.60 which represents eighty percent (80%) of the total amount of compensation sought for actual and necessary services rendered during the Monthly Fee Period, and (ii)

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<sup>2</sup> Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

reimbursement of \$453.30, which represents one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

**Services Rendered and Expenses Incurred**

1. Attached as Exhibit A is a summary of Young Conaway's professionals by individual, setting forth the (i) name, title, and department of each individual who provided services in connection with the Chapter 11 Cases during the Monthly Fee Period, (ii) aggregate hours spent by each individual, (iii) hourly billing rate for each such individual at Young Conaway's billing rates during the Monthly Fee Period, (iv) amount of fees earned by each Young Conaway professional, and (v) the number of years in practice for each attorney. The blended hourly billing rate of Young Conaway attorneys during the Monthly Fee Period is approximately **\$572.33**. The blended hourly rate of paralegals and other non-legal staff during the Monthly Fee Period is approximately **\$295.00**.

2. Attached as Exhibit B is a summary of the services rendered and compensation sought, by project category, for the Monthly Fee Period.

3. Attached as Exhibit C is a summary of expenses incurred and reimbursement sought, by expense type, for the Monthly Fee Period.

4. Attached as Exhibit D is itemized time detail of Young Conaway professionals for the Monthly Fee Period and summary materials related thereto. The description of the work done by counsel in the time detail may have been edited to protect the confidential and privileged nature of the work completed.

**Notice and Objection Procedures**

5. Notice of this Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com) and

Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) Paul E. Harner, Ballard Spahr LLP, the independent fee examiner, 1675 Broadway 19th Floor, New York, NY 10019 (email: harnerp@ballardspahr.com); (v) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira Dizengoff (email: idizengoff@akingump.com), and Sara Lynne Brauner (email: sbrauner@akingump.com); and (vi) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com) (collectively, the “Notice Parties”).

Objections to this Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **July 12, 2019** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: June 27, 2019

/s/ Pauline K. Morgan

YOUNG CONAWAY STARGATT & TAYLOR, LLP  
1270 Avenue of the Americas, Suite 2201  
New York, New York 10020  
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Pauline K. Morgan  
Ryan M. Bartley  
Travis Buchanan

*Counsel for the Debtors, Acting at the  
Direction of the Restructuring Sub-Committee*

**Exhibit A**

**Compensation by Professional**

**SUMMARY OF MONTHLY FEE STATEMENT OF  
YOUNG CONAWAY STARGATT & TAYLOR, LLP FOR  
SERVICES RENDERED FOR THE PERIOD  
FROM MAY 1, 2019 THROUGH MAY 31, 2019**

<b>Name of Partners and Counsel</b>	<b>Title</b>	<b>Department</b>	<b>Date of First Admission</b>	<b>Hourly Billing Rate (\$)</b>	<b>Total Billed Hours</b>	<b>Total Compensation (\$)</b>
Pauline K. Morgan	Partner	Bankruptcy	1987	975.00	4.30	4,192.50
C. Barr Flinn	Partner	Corporate	1993	975.00	2.10	2,047.50
Ryan M. Bartley	Partner	Bankruptcy	2007	625.00	5.20	3,250.00
Michael S. Neiburg	Partner	Bankruptcy	2009	600.00	14.30	8,580.00
<b>Total Partners and Counsel:</b>					<b>25.90</b>	<b>18,070.00</b>

<b>Name of Associate</b>	<b>Title</b>	<b>Department</b>	<b>Date of First Admission</b>	<b>Hourly Billing Rate (\$)</b>	<b>Total Billed Hours</b>	<b>Total Compensation (\$)</b>
Travis Buchanan	Associate	Bankruptcy	2011	530.00	3.70	1,961.00
James M. Deal	Associate	Corporate	2015	385.00	16.10	6,198.50
Jared W. Kochenash	Associate	Bankruptcy	2018	325.00	.30	97.50
<b>Total Associates/Law Clerks:</b>					<b>20.10</b>	<b>8,257.00</b>

<b>Name of Paralegals and Other Non-Legal Staff</b>	<b>Title</b>	<b>Department</b>	<b>Hourly Billing Rate (\$)</b>	<b>Total Billed Hours</b>	<b>Total Compensation (\$)</b>
Brenda Walters	Paralegal	Bankruptcy	295.00	9.0	2,655.00
<b>Total Paralegals:</b>				<b>9.0</b>	<b>2,655.00</b>

<b>PROFESSIONALS</b>	<b>BLENDED RATE (\$)</b>	<b>TOTAL BILLED HOURS</b>	<b>TOTAL COMPENSATION (\$)</b>
Partners and Counsel	697.68	25.90	18,070.00
Associates/Law Clerks	412.85	20.10	8,257.00
Paralegals/Non-Legal Staff	295.00	9.00	2,655.00
Blended Attorney Rate	572.33		
<b>Total Fees Incurred:</b>		<b>55.00</b>	<b>28,982.00</b>

**Exhibit B**

**Compensation by Task Code**



**AGGREGATE TIME SUMMARY BY TASK CODE  
FOR THE PERIOD FROM MAY 1, 2019 THROUGH MAY 31, 2019**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (\$)</b>
Case Administration (B001)	.10	97.50
Cash Collateral/DIP Financing (B003)	.20	195.00
Other Adversary Proceedings (B011)	44.10	23,280.50
Plan and Disclosure Statement (B012)	.80	745.00
Retention of Professionals/Fee Issues (B017)	5.00	2,042.00
Fee Application Preparation (B018)	2.40	1,182.00
Travel (B019) (billed at half time)	2.40	1,440.00
<b>TOTAL</b>	<b>90.40</b>	<b>50,159.50</b>

**Exhibit C**

**Expense Summary**

**AGGREGATE ITEMIZED DISBURSEMENTS  
FOR THE PERIOD FROM MAY 1, 2019 THROUGH MAY 31, 2019**

<b>Expenses Category</b>	<b>Total Expenses (\$)</b>
Air/Rail Travel	396.00
Docket Retrieval/Search	19.50
Reproduction Charges	37.80
<b>TOTAL</b>	<b>453.30</b>

**Exhibit D**

**Time Detail**

# YOUNG CONAWAY STARGATT & TAYLOR, LLP

RODNEY SQUARE  
1000 NORTH KING STREET  
WILMINGTON, DELAWARE 19801

P.O. BOX 391  
WILMINGTON, DELAWARE 19899-0391

(302) 571-6600  
(800) 253-2234 (DE ONLY)

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(302) 571-1253 FAX  
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Writer's Direct Dial  
(302) 571-6707

Writer's E-Mail  
pmorgan@ycst.com

Sears Holdings Corporation  
333 Beverly Rd  
c/o Alan Carr, Director  
Hoffman Estates, IL 60178

Invoice Date:	June 12, 2019
Invoice Number:	50006616
Matter Number:	072902.1003

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Re: Debtor Representation

## CURRENT INVOICE

Professional Services	\$	28,982.00
Disbursements	\$	<u>453.30</u>
Total Due This Invoice	\$	29,435.30

Sears Holdings Corporation

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Invoice Date:

June 12, 2019

Invoice Number:

50006616

Matter Number:

072902.1003

**Time Detail**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/21/19	PMORG	Review notice of fee hearing and other recently-filed pleadings	B001	0.10	97.50
05/06/19	PMORG	Review and prepare response to email from Miii Partners re: carve-out accrual and reconciliation of same	B003	0.10	97.50
05/07/19	PMORG	Emails with R. Bartley and emails with Paul Weiss re: weekly carve-out reporting	B003	0.10	97.50
05/01/19	BFLIN	Office conference with J. Deal re analysis required.	B011	0.20	195.00
05/01/19	JDEAL	Discussion with B. Flinn re: tasks	B011	0.20	77.00
05/01/19	JKOCH	Analyze issues related to complaint	B011	0.20	65.00
05/01/19	MNEIB	Emails with P. Morgan and R. Bartley re: subpoena-related issues	B011	0.10	60.00
05/01/19	PMORG	Emails with YCST team re: service of discovery subpoenas	B011	0.20	195.00
05/01/19	TBUCH	Research related to complaint	B011	0.80	424.00
05/02/19	MNEIB	Emails with R. Bartley and T. Buchanan re: subpoena issues	B011	0.20	120.00
05/02/19	MNEIB	Emails with D. Giller re: subpoena issues	B011	0.10	60.00
05/02/19	PMORG	Emails with R. Bartley re: discovery related issues	B011	0.10	97.50
05/08/19	MNEIB	Email from C. Harris re: subpoena directed to Simon	B011	0.10	60.00
05/14/19	BWALT	Email from R. Bartley re: adversary docket (.1), update adversary docket (1.2)	B011	1.30	383.50
05/14/19	JDEAL	Review interview transcripts for analysis of corporate law claims	B011	0.70	269.50
05/14/19	JDEAL	Draft analysis of corporate law claims	B011	1.00	385.00
05/14/19	MNEIB	Emails with R. Bartley and B. Walters re: case status and related issues	B011	0.20	120.00
05/14/19	MNEIB	Review defendants' NOAs	B011	0.10	60.00
05/14/19	MNEIB	Call with R. Bartley and D. Giller re: adversary proceeding status and discovery issues (.3); follow-up discussion with R. Bartley re: same (.4)	B011	0.70	420.00

Sears Holdings Corporation

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Invoice Date:

June 12, 2019

Invoice Number:

50006616

Matter Number:

072902.1003

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/14/19	PMORG	Review memo from R. Bartley re: update on adversary proceeding, requests to extend response deadline, proposed trial schedule, etc.	B011	0.20	195.00
05/14/19	RBART	Call with D. Giller (.3) and related follow up with M. Neiburg (.4) re: adversary proceeding status and discovery issues; follow up review of precedent (.1); provide update to YCST team re: status (.4)	B011	1.20	750.00
05/14/19	TBUCH	Email correspondence with R. Bartley re: strategy and open issues related to complaint	B011	0.20	106.00
05/15/19	BFLIN	Emails with YCST team re: status of analysis and developments	B011	0.50	487.50
05/15/19	JDEAL	Analysis of corporate law claims	B011	0.80	308.00
05/15/19	JDEAL	Review draft document requests	B011	1.10	423.50
05/15/19	MNEIB	Emails with B. Flinn and R. Bartley re: discovery issues	B011	0.20	120.00
05/15/19	MNEIB	Review draft document requests (.3); emails with R. Bartley, D. Giller and J. Deal re: document requests and related discovery issues (.3)	B011	0.60	360.00
05/15/19	MNEIB	Analysis re: complaint and investigation materials in connection with preparing document requests	B011	1.20	720.00
05/15/19	PMORG	Emails with YCST team re: adversary proceeding causes of action, discovery and Rule 26 conference	B011	0.30	292.50
05/15/19	RBART	Correspondence with team re: update on discovery/litigation strategy (.2); correspondence with Paul Weiss re: discovery (.1)	B011	0.30	187.50
05/15/19	TBUCH	Review document requests re: complaint (.3); email correspondence from R. Bartley, B. Flinn re: same (.2)	B011	0.50	265.00
05/16/19	BFLIN	Exchanged emails re documents requests and related issues	B011	0.40	390.00
05/16/19	BFLIN	Reviewed discovery requests	B011	0.50	487.50
05/16/19	JDEAL	Research re: adversary complaint	B011	2.70	1,039.50
05/16/19	JDEAL	Phone call with R. Bartley re: research	B011	0.10	38.50

Sears Holdings Corporation

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/16/19	JDEAL	Review edits from B. Flinn re: discovery requests	B011	0.10	38.50
05/16/19	JDEAL	Discussion with R. Bartley and M. Neiburg re: discovery	B011	0.10	38.50
05/16/19	JDEAL	Review and revise draft document requests	B011	1.20	462.00
05/16/19	JDEAL	Phone call with R. Bartley, M. Neiburg, D. Giller, S. Avidan re: discovery	B011	0.40	154.00
05/16/19	JDEAL	Draft email to B. Flinn re: research results	B011	0.20	77.00
05/16/19	JDEAL	Draft email to B. Flinn re: discovery	B011	0.30	115.50
05/16/19	MNEIB	Emails with B. Flinn and J. Deal re: procedural issues	B011	0.20	120.00
05/16/19	MNEIB	Call with D. Giller, R. Bartley and J. Deal re: discovery issues	B011	0.50	300.00
05/16/19	MNEIB	Review and revise draft document requests directed to Tisch (.5); emails with B. Flinn, R. Bartley and J. Deal re: same (.2)	B011	0.70	420.00
05/16/19	MNEIB	Email from D. Giller re: procedural issues	B011	0.10	60.00
05/16/19	PMORG	Review emails re: discovery requests	B011	0.10	97.50
05/16/19	RBART	Review and comment on discovery requests, including correspondence/discussion with YCST (.5); Call with Paul Weiss and YCST re: same (.4); follow up call and correspondence with J. Deal re: legal research relative to claims (.2)	B011	1.10	687.50
05/17/19	BFLIN	Reviewed draft document requests	B011	0.40	390.00
05/17/19	JDEAL	Draft email to B. Flinn re: analysis of corporate law claims	B011	0.10	38.50
05/17/19	JDEAL	Review emails re: discovery	B011	0.10	38.50
05/17/19	JDEAL	Analysis of corporate law claims	B011	4.10	1,578.50
05/17/19	JDEAL	Draft email to B. Flinn re: draft discovery	B011	0.10	38.50
05/17/19	MNEIB	Review revised draft document requests directed to Tisch (.3); emails with R. Bartley, B. Flinn and J. Deal re: same (.2)	B011	0.50	300.00



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Invoice Date:

June 12, 2019

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50006616

Matter Number:

072902.1003

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/17/19	MNEIB	Emails with D. Shamah and R. Bartley re: extension of deadline to respond to complaint	B011	0.20	120.00
05/17/19	MNEIB	Emails with R. Bartley and D. Giller re: discovery and scheduling issues	B011	0.20	120.00
05/17/19	PMORG	Review emails from D. Shamala and R. Bartley re: adversary scheduling	B011	0.10	97.50
05/17/19	RBART	Brief review and comment on revisions to RFP directed at Tisch and follow up correspondence (.2); Correspondence with D. Shamah, Paul Weiss, M. Neiburg re: scheduling issues (0.2)	B011	0.40	250.00
05/19/19	MNEIB	Email from N. Levine re: Rule 26(f) conference	B011	0.10	60.00
05/19/19	PMORG	Review various emails from interested parties re: Rule 26(f) conference and dispute regarding answer deadline	B011	0.20	195.00
05/19/19	RBART	Correspondence with Paul Weiss, M. Neiburg and defense counsel group re: scheduling issues	B011	0.30	187.50
05/20/19	JDEAL	Review documents for case analysis	B011	0.50	192.50
05/20/19	MNEIB	Emails with D. Giller and R. Bartley re: extension of response deadline	B011	0.20	120.00
05/20/19	MNEIB	Emails with J. Deal and R. Bartley re: investigation materials	B011	0.20	120.00
05/20/19	PMORG	Review Correspondence from R. Bartley and clients re: case budgeting for adversary proceeding	B011	0.10	97.50
05/20/19	RBART	Correspondence with M. Neiburg and D. Giller re: status of extension to respond to complaint	B011	0.10	62.50
05/20/19	TBUCH	Research litigation strategy and open issues related to complaint	B011	0.10	53.00
05/21/19	BWALT	Draft service list for adversary matter, check adversary docket	B011	0.60	177.00
05/21/19	JDEAL	Draft email to D. Giller re: documents	B011	0.10	38.50
05/21/19	JDEAL	Draft email to J. Silberstein-Loeb and D. Giller re: documents	B011	0.10	38.50
05/21/19	JDEAL	Draft email to T. Buchanan and J. Kochenash re: corporate law analysis	B011	0.10	38.50
05/21/19	JDEAL	Discussion with T. Buchanan re: documents	B011	0.10	38.50

Sears Holdings Corporation

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Invoice Date:

June 12, 2019

Invoice Number:

50006616

Matter Number:

072902.1003

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/21/19	PMORG	Review draft stipulation re: extension of answer deadline; emails with interested parties re: same	B011	0.20	195.00
05/21/19	RBART	Review and comment on extension stipulation and correspondence with P Morgan, S. Bruegel and defense counsel group	B011	0.20	125.00
05/21/19	TBUCH	Research litigation strategy and open issues related to complaint	B011	0.20	106.00
05/22/19	BWALT	Circulate and update docket re: stipulation and order extending time to July 19 to respond to complaint	B011	0.10	29.50
05/22/19	MNEIB	Email from counsel to ESL and Lampert re: stipulation extending answer deadline	B011	0.10	60.00
05/23/19	RBART	Correspondence with YCST and PW re: document requests	B011	0.10	62.50
05/24/19	BWALT	Multiple communications with J. Deal, T. Buchanan re: service of document requests (Tisch) (.3); Finalize and serve plaintiff's first request for production of documents directed to T. Tisch (.9)	B011	1.20	354.00
05/24/19	JDEAL	Discussion with T. Buchanan re: document requests	B011	0.10	38.50
05/24/19	JDEAL	Draft emails (numerous) to YCST team re: document requests	B011	0.50	192.50
05/24/19	JDEAL	Prepare service of document requests	B011	0.30	115.50
05/24/19	JDEAL	Review and revise draft document requests	B011	0.50	192.50
05/24/19	JDEAL	Draft email to Paul Weiss re: document requests	B011	0.10	38.50
05/24/19	JDEAL	Draft email to T. Buchanan re: document requests	B011	0.10	38.50
05/24/19	JDEAL	Draft emails (2) to E. Hoyle re: document requests	B011	0.10	38.50
05/24/19	JDEAL	Draft email to D. Giller re: document requests	B011	0.10	38.50
05/24/19	MNEIB	Review revised draft document requests to Tisch (.3); emails with D. Giller, P. Morgan, B. Flinn, J. Deal and R. Bartley re: discovery issues (.4)	B011	0.70	420.00
05/24/19	MNEIB	Emails and call with T. Buchanan re: discovery issues	B011	0.20	120.00
05/24/19	PMORG	Review document requests to Tisch (2 versions) (.5); emails with YCST team re: same (.1)	B011	0.60	585.00

Sears Holdings Corporation

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Invoice Date:

June 12, 2019

Invoice Number:

50006616

Matter Number:

072902.1003

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/24/19	RBART	Review updated discovery (.3); correspondence with YCST team re: same and finalizing service (.3)	B011	0.60	375.00
05/24/19	TBUCH	Coordinate service of discovery re: complaint	B011	1.40	742.00
05/28/19	BWALT	Update adversary docket; update service documents	B011	0.70	206.50
05/28/19	JDEAL	Draft email to E. Hoyle re: document requests	B011	0.10	38.50
05/29/19	MNEIB	Emails with D. Giller, R. Bartley, P. Morgan and B. Flinn re: Rule 26(f) conference	B011	0.30	180.00
05/29/19	PMORG	Review numerous emails from interested parties re: 5/30 Rule 26(f) conference; Emails with YCST team re: same	B011	0.10	97.50
05/30/19	BFLIN	Reviewed email from M. Neiburg re 26(f) conference	B011	0.10	97.50
05/30/19	MNEIB	Participate in rule 26(f) conference	B011	1.50	900.00
05/30/19	MNEIB	Prepare summary of rule 26(f) conference	B011	0.30	180.00
05/30/19	MNEIB	Email to P. Morgan, B. Flinn and R. Bartley re: Rule 26(f) conference	B011	0.10	60.00
05/30/19	MNEIB	Analysis re: complaint, investigation materials and document requests in preparation for Rule 26(f) conference	B011	2.30	1,380.00
05/30/19	PMORG	Review summary of Rule 26(f) scheduling conference	B011	0.10	97.50
05/30/19	TBUCH	Email correspondence with M. Neiburg re: 26(f) conference related to complain	B011	0.10	53.00
05/07/19	PMORG	Briefly review exclusivity pleadings	B012	0.20	195.00
05/16/19	PMORG	Briefly review amended plan	B012	0.40	390.00
05/29/19	PMORG	Review summary re: results of disclosure statement hearing, resolution of objections	B012	0.10	97.50
05/30/19	RBART	Brief review of summary of DS hearing	B012	0.10	62.50
05/06/19	BWALT	Emails with D. Willis re: approval for payment of February fee statement	B017	0.10	29.50
05/16/19	PMORG	Review letter from fee examiner re: fee applications and requested reservation of rights; Emails with YCST team re: same	B017	0.20	195.00

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/16/19	RBART	Correspondence with Ballard and YCST teams re: fee auditor request in connection with fee review and upcoming interim hearing	B017	0.20	125.00
05/16/19	TBUCH	Review correspondence from fee examiner (.2); email correspondence with P. Morgan and R. Bartley re: same (.2)	B017	0.40	212.00
05/20/19	BWALT	Review emails from R. Bartley, and P. Morgan re letter from fee examiner	B017	0.10	29.50
05/20/19	PMORG	Emails with YCST team re: response to fee examiner letter; Review same	B017	0.20	195.00
05/20/19	RBART	Correspondence with Ballard Spahr and P. Morgan re: fee auditor requests (.2); follow up to clients re: update budget and staffing plan (.2)	B017	0.40	250.00
05/21/19	BWALT	Review fee examiner's letter, and telephone call and email to accounting department re fee auditor's letter and request for electronic files of fee statements (pdf and excel)	B017	0.70	206.50
05/21/19	JKOCH	Confer with T. Buchanan re: fee examiner's request for reservation of rights and email to T. Lii re: same	B017	0.10	32.50
05/30/19	BWALT	Communications with accounting department; review excel report for submission to fee auditor	B017	0.60	177.00
05/31/19	BWALT	Review excel files for first five monthly fee applications, add bar information, hourly totals and upload to fee examiners sharefile site	B017	2.00	590.00
05/14/19	PMORG	Review April fee exhibits to ensure protection of privilege and compliance with local rules	B018	0.50	487.50
05/28/19	BWALT	Draft monthly fee application for April 2018	B018	1.20	354.00
05/30/19	BWALT	Emails to P. Morgan, and R. Bartley re: seventh monthly fee statement, email statement to M. Tattnall and J. Kellner for filing and service, and receive as filed copy	B018	0.40	118.00
05/30/19	PMORG	Review April fee statement for filing	B018	0.10	97.50
05/30/19	RBART	Brief review of April fee application for privilege and confidentiality and follow up to B. Walters and P. Morgan re: same	B018	0.20	125.00

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/30/19	MNEIB	Non-working travel to/from New York for Rule 26(f) conference (billed at half time)	B019	2.40	1,440.00
			<b>Total</b>	<b>55.00</b>	<b>\$28,982.00</b>

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**Timekeeper Summary**

<u>Initials</u>	<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BWALT	Brenda Walters	Paralegal	9.00	295.00	2,655.00
BFLIN	C. Barr Flinn	Partner	2.10	975.00	2,047.50
JDEAL	James M. Deal	Associate	16.10	385.00	6,198.50
JKOCH	Jared W. Kochenash	Associate	0.30	325.00	97.50
MNEIB	Michael S. Neiburg	Partner	14.30	600.00	8,580.00
PMORG	Pauline K. Morgan	Partner	4.30	975.00	4,192.50
RBART	Ryan M. Bartley	Partner	5.20	625.00	3,250.00
TBUCH	Travis G. Buchanan	Associate	3.70	530.00	1,961.00
<b>Total</b>			<b>55.00</b>		<b>\$28,982.00</b>

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**Task Summary****Task Code:B001****Case Administration**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	0.10	975.00	97.50
<b>Total</b>		<b>0.10</b>		<b>97.50</b>

**Task Code:B003****Cash Collateral/DIP Financing**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	0.20	975.00	195.00
<b>Total</b>		<b>0.20</b>		<b>195.00</b>

**Task Code:B011****Other Adversary Proceedings**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Barr Flinn	Partner	2.10	975.00	2,047.50
Michael S. Neiburg	Partner	11.90	600.00	7,140.00
Pauline K. Morgan	Partner	2.30	975.00	2,242.50
Ryan M. Bartley	Partner	4.30	625.00	2,687.50
James M. Deal	Associate	16.10	385.00	6,198.50
Jared W. Kochenash	Associate	0.20	325.00	65.00
Travis G. Buchanan	Associate	3.30	530.00	1,749.00
Brenda Walters	Paralegal	3.90	295.00	1,150.50
<b>Total</b>		<b>44.10</b>		<b>23,280.50</b>

**Task Code:B012****Plan and Disclosure Statement**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	0.70	975.00	682.50
Ryan M. Bartley	Partner	0.10	625.00	62.50
<b>Total</b>		<b>0.80</b>		<b>745.00</b>

**Task Code:B017****Retention of Professionals/Fee Issues**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	0.40	975.00	390.00
Ryan M. Bartley	Partner	0.60	625.00	375.00
Jared W. Kochenash	Associate	0.10	325.00	32.50
Travis G. Buchanan	Associate	0.40	530.00	212.00
Brenda Walters	Paralegal	3.50	295.00	1,032.50
<b>Total</b>		<b>5.00</b>		<b>2,042.00</b>

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**Task Code:B018****Fee Application Preparation**

<b><u>Name</u></b>	<b><u>Timekeeper Title</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Pauline K. Morgan	Partner	0.60	975.00	585.00
Ryan M. Bartley	Partner	0.20	625.00	125.00
Brenda Walters	Paralegal	1.60	295.00	472.00
<b>Total</b>		<b>2.40</b>		<b>1,182.00</b>

**Task Code:B019****Travel**

<b><u>Name</u></b>	<b><u>Timekeeper Title</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Michael S. Neiburg	Partner	2.40	600.00	1,440.00
<b>Total</b>		<b>2.40</b>		<b>1,440.00</b>



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**Cost Detail**

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
04/05/19	Docket Retrieval / Search	69.00	6.90
04/12/19	Docket Retrieval / Search	100.00	10.00
04/23/19	Docket Retrieval / Search	26.00	2.60
05/16/19	Reproduction Charges	29.00	2.90
05/16/19	Reproduction Charges	20.00	16.00
05/17/19	Reproduction Charges	110.00	11.00
05/24/19	Reproduction Charges	24.00	2.40
05/28/19	Reproduction Charges	55.00	5.50
05/30/19	Air/Rail Travel	1.00	396.00
<b>Total</b>			<b>\$453.30</b>

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**Cost Summary**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Air/Rail Travel	396.00
Docket Retrieval / Search	19.50
Reproduction Charges	37.80
<b>Total</b>	<b>\$453.30</b>